

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
DECURTIS HOLDINGS LLC, *et al.*,¹) Chapter 11
Debtors.) Case No. 23-10548 (JKS)
) (Jointly Administered)
) Obj. Deadline: July 24, 2023 at 4:00 p.m. (ET)
)

**COVER SHEET TO THE FIRST MONTHLY APPLICATION
OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF APRIL 30, 2023 THROUGH MAY 31, 2023**

Name of Applicant:	Cooley LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	June 5, 2023, <i>effective as of</i> the Petition Date
Period for which compensation and reimbursement is sought:	April 30, 2023 through May 31, 2023
Total Compensation sought as actual, reasonable and necessary:	\$750,438.50
80% of Compensation sought as actual, reasonable and necessary:	\$600,350.80
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$380.43
Total Compensation approved by interim order to date:	\$0.00

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors' service address in these chapter 11 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

Total Expenses approved by interim order to date:	\$0.00
Total Allowed compensation paid to date:	\$0.00
Total Allowed expenses paid to date:	\$0.00
Blended Rate in this application for all timekeepers:	\$1,117.39
Blended Rate in this application for all attorneys:	\$1,242.69 ²

This is Cooley LLP's first monthly fee application in these chapter 11 cases.

The total time expended in connection with the preparation of this fee application is not included herein as such time was expended after the Compensation Period.

² The blended hourly rate for attorneys does not include e-discovery attorneys or law clerks.

PRIOR MONTHLY FEE APPLICATIONS

None.

COMPENSATION BY TIMEKEEPER DURING THE COMPENSATION PERIOD

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey J. Tolin	Partner; Member of New York Bar since 1997; Area of Expertise: Tax	\$1,850	6.4	\$11,840.00
Cullen D. Speckhart	Partner; Member of Virginia Bar since 2009, New York Bar since 2010, Missouri Bar since 2016, and District of Columbia Bar since 2020; Area of Expertise: Bankruptcy	\$1,600	78.5	\$125,600.00
Stephen R. Smith	Partner; Member of Massachusetts Bar since 1996, District of Columbia Bar since 1997, and Virginia Bar since 2011; Area of Expertise: IP Litigation	\$1,595	17.7	\$28,231.50
Jason M. Savich	Partner; Member of California Bar since 2008; Area of Expertise: Debt Finance	\$1,395	5.2	\$7,254.00
Aaron D. Binstock	Partner; Member of Virginia Bar since 2009, Maryland Bar since 2009, and District of Columbia Bar since 2012; Area of Expertise: Mergers and Acquisitions	\$1,335	12.5	\$16,687.50
Michael Aaron Klein	Partner; Member of New York Bar since 2005; Area of Expertise: Bankruptcy	\$1,335	56.0	\$74,760.00
Gerard D. O'Shea	Partner; Member of Massachusetts Bar since 2004 and New York Bar since 2005; Area of Expertise: Employment/Labor	\$1,310	4.0	\$5,240.00
Robert L. Eisenbach	Of Counsel; Member of the California Bar since 1986; Area of Expertise: Bankruptcy	\$1,560	0.9	\$1,404.00
Jacquelyn M. Burke	Special Counsel; Member of Massachusetts Bar since 2007 and New York Bar since 2008; Area of Expertise: Insurance	\$1,290	0.7	\$903.00

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stacey A. Bradford	Special Counsel; Member of District of Columbia Bar since 1996; Area of Expertise: Compensation and Benefits	\$1,260	1.6	\$2,016.00
Erica J. Richards	Associate; Member of New York Bar since 2007; Area of Expertise: Bankruptcy	\$1,260	0.2	\$252.00
Bryan Y. Liu	Associate; Member of the California Bar since 2012; Area of Expertise: Debt Finance	\$1,250	2.9	\$3,625.00
Meredith R. Klionsky	Associate; Member of Massachusetts Bar since 2013 and District of Columbia Bar since 2017; Area of Expertise: Mergers and Acquisitions	\$1,250	16.5	\$20,625.00
Evan M. Lazerowitz	Associate; Member of the New Jersey Bar since 2013 and New York Bar since 2014; Area of Expertise: Bankruptcy	\$1,240	148.4	\$184,016.00
Paul J. Springer	Associate; Member of New York Bar since 2016; Area of Expertise: Bankruptcy	\$1,235	42.2	\$52,117.00
Timothy Nguyen	Associate; Member of New York Bar since 2017; Area of Expertise: Corporate	\$1,235	0.4	\$494.00
Beth Shrieves	Associate; Member of the Virginia Bar since 2018 and District of Columbia Bar since 2020; Area of Expertise: IP Litigation	\$1,080	58.4	\$63,072.00
Maya S. Rahwanji	Associate; Member of Illinois Bar since 2019 and New York Bar since 2022; Area of Expertise: Mergers and Acquisitions	\$995	22.2	\$22,089.00
Samuel R. Rabuck	Associate; Member of Illinois Bar since 2019; Area of Expertise: Bankruptcy	\$995	35.7	\$35,521.50
Xueqing Li	Associate; Member of California Bar since 2021; Area of Expertise: Debt Finance	\$890	3.7	\$3,293.00

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Marquavious A. Strozier	Associate; Member of New York Bar since 2022; Area of Expertise: Corporate	\$780	43.6	\$34,008.00
Hitesh Patel	E-Discovery Attorney; Member of Maryland Bar since 2004 and District of Columbia Bar since 2006	\$560	3.2	\$1,792.00
Amanda L. Lindner	Law Clerk	\$670	44.8	\$30,016.00
Denise Cahir	Paralegal	\$380	43.6	\$16,568.00
Larissa Diaz	Paralegal	\$340	4.4	\$1,496.00
Philip J. Anton	Litigation/E-Discovery Services	\$420	0.3	\$126.00
Kirk Gill	Litigation/E-Discovery Services	\$420	1.0	\$420.00
Matthew Thompson	Litigation/E-Discovery Services	\$420	16.6	\$6,972.00
TOTAL		671.6		\$750,438.50
Blended Hourly Rate for All Timekeepers				\$1,117.39
Blended Hourly Rate for Attorneys³				\$1,242.69

³ The blended hourly rate for attorneys does not include e-discovery attorneys or law clerks.

TIME BILLED BY PROJECT CATEGORY

Subject Matter Categories		Hours Spent	Fees
B02	Asset Disposition	199.2	\$218,434.50
B04	Case Administration	55.0	\$49,400.00
B05	Claims	13.1	\$19,393.50
B06	Employee Benefits/Pensions	5.6	\$7,256.00
B07	Fee/Employment Applications	26.9	\$23,152.50
B07A	Cooley Fee Application	7.0	\$4,690.00
B07B	Cooley Employment Application	2.7	\$1,026.00
B08	Fee/Employment Objections	0.4	\$494.00
B09	Financing and Cash Collateral	21.5	\$30,809.00
B10	Litigation	164.6	\$181,786.50
B11	Meetings	10.5	\$13,048.50
B13	Relief From Stay Proceedings	51.6	\$58,420.50
B18	Leases and Executory Contracts	23.5	\$28,355.00
B19	Preparation For and Attendance At Court Hearings	83.6	\$102,332.50
B21	Tax Issues	6.4	\$11,840.00
	TOTAL	671.6	\$750,438.50

EXPENSE SUMMARY

Expense Category	Amount
Federal Express	\$51.53
Hotels	\$328.90
TOTAL	\$380.43

HOTEL EXPENSE DETAIL

Date	Total Amount	Description	Timekeeper
5/25/2023-5/26/2023	\$328.90	Overnight hotel stay in connection with attendance at May 26, 2023 hearing	E. Lazerowitz
TOTAL	\$328.90		

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)	Chapter 11
DECURTIS HOLDINGS LLC, <i>et al.</i> , ¹))
)	Case No. 23-10548 (JKS)
Debtors.))
)	(Jointly Administered)
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**FIRST MONTHLY APPLICATION
OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF APRIL 30, 2023 THROUGH MAY 31, 2023**

Cooley LLP (“Cooley” or “Applicant”), counsel to DeCurtis Holdings LLC, *et al.*, the above-captioned debtors and debtors in possession (the “Debtors”), respectfully represents:

INTRODUCTION

1. This is Applicant’s first monthly application (this “Application”) for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* (the “Interim Compensation Order”) [Docket No. 174].

2. This Application seeks monthly allowance of compensation for legal services rendered by Applicant for the period April 30, 2023 through May 31, 2023 (the “Compensation

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Period") in the total amount of \$750,438.50, and reimbursement of certain expenses incurred by (or first billed by outside vendors to) Applicant in the amount of \$380.43.

3. Pursuant to the Interim Compensation Order, if no objections are timely filed to this Application, the Debtors are authorized to pay Applicant 80% of the requested fees and 100% of requested expenses in the aggregate amount of \$600,731.23. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

GENERAL CASE BACKGROUND

4. On April 30, 2023 (the "Petition Date"), the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. To date, no request has been made for the appointment of a trustee or examiner. An official committee of unsecured creditors has not been appointed in these chapter 11 cases [Docket No. 126].

6. On May 18, 2023, the Debtors filed the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Counsel for the Debtors Effective as of the Petition Date* [Docket No. 121] (the "Retention Application").

7. On June 5, 2023, the Bankruptcy Court entered the *Order Authorizing the Employment and Retention of Cooley as Counsel for the Debtors Effective as of the Petition Date* [Docket No. 213] (the "Retention Order"). The Retention Order authorized the Debtors to retain Cooley as counsel pursuant to sections 327(a) and 328 of the Bankruptcy Code, and authorizes

Cooley to be compensated in accordance with, *inter alia*, sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

JURISDICTION AND STATUTORY PREDICATES

8. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016.

SERVICES RENDERED DURING THE COMPENSATION PERIOD

9. During the Compensation Period, Applicant's services to the Debtors included professional advice and representation in connection with discrete categories of issues in the chapter 11 proceeding. The aggregate hours and amount billed for each category are set forth on the cover page to this Application.

10. To apprise the Court of the legal services provided during the Compensation Period, Applicant sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Debtors; it is not intended to set forth each and every item of professional services which the Applicant performed.

Asset Disposition

11. This category includes time expended by Applicant with respect to the disposition of the Debtors' assets. During the Compensation Period, Applicant spent time leading the disposition and sale of the Debtors' assets, including: (i) drafting pleadings seeking authorization to sell the Debtors' assets and establishing bidding procedures to facilitate the sale process, (ii) drafting and reviewing diligence materials and disclosure statements, (iii) performing research in

support of the sale of the Debtors' assets, (iv) working with the Debtors' other advisors to generate interest for the Debtor's assets, (v) drafting a response to objections to the bidding procedures motion, (vi) drafting and reviewing settlement offer in support of sale process, and (vii) communicating with the Debtors, and other professionals and interested parties regarding the foregoing. In its efforts leading and documenting the sale process, the Applicant also spent significant time responding to diligence requests and addressing questions from parties in interest.

12. Applicant expended 199.2 hours of time for a charge of \$218,434.50 for services rendered with respect to matters relating to asset disposition.

Case Administration

13. This category includes time expended by Applicant on a variety of activities relating to the day-to-day management of these chapter 11 cases. Services rendered in this project category include, among other things, (i) regularly conferring with the Debtors, estate professionals, and other parties in interest regarding the status of the case, (ii) maintaining a critical dates calendar and the Debtors' case docket, (iii) responding to creditor and other stakeholder inquiries, (iv) reviewing and filing various pleadings and proposed orders, and (v) attending to miscellaneous tasks that do not properly fall into any other project category.

14. Applicant expended 55.0 hours of time for a charge of \$49,400.00 for services rendered in connection with case administration.

Claims

15. This category includes time expended by Applicant with respect to claims against the Debtors. Applicant spent time in this category, *inter alia*, (i) analyzing potential claims against the Debtors in connection with preparing the Debtors' schedules of assets and liabilities and

statements of financial affairs, and (ii) conferring with the Debtors, estate professionals, and other interested parties regarding the foregoing.

16. Applicant expended 13.1 hours of time for a charge of \$19,393.50 for services rendered in connection with claims.

Employee Benefits and Pensions

17. This category includes time expended by Applicant with respect to employee matters of the Debtors. During the Compensation Period, Applicant spent time, among other things, (i) analyzing employee issues in connection with the sale of the Debtors' assets, (ii) correcting late-deferral contributions to the Debtors' 401(k) plan, and (iii) communicating with the Debtors, estate professionals, and other interested parties regarding the foregoing.

18. Applicant expended 5.6 hours of time for a charge of \$7,256.00 for services rendered in connection with employee benefits/pensions.

Fee/Employment Applications²

19. This category includes time expended by Applicant regarding the retention and compensation of professionals in the Debtors' bankruptcy proceedings. Applicant spent time during the Compensation Period, among other things, (i) drafting its retention application, (ii) reviewing and revising the retention applications of other estate professionals, (iii) addressing the comments of the U.S. Trustee with respect to the retention applications for the Debtors'

² The summary herein includes services rendered under project categories B07 (Fee/Employment Applications), B07A (Cooley Fee Application), and B07B (Cooley Employment Application).

professionals, and (iv) communicating with the Debtors, estate professionals, the U.S. Trustee, and other interested parties regarding the foregoing.

20. Applicant expended 36.6 hours of time for a charge of \$28,868.50 for services rendered with respect to matters relating to fee and retention applications.

Financing and Cash Collateral

21. This category includes time expended by Applicant regarding financing and the user of cash collateral. Applicant spent time during the Compensation Period, among other things, (i) responding to objections to the financing motion, (ii) researching adequate protection issues, and (iii) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

22. Applicant expended 21.5 hours of time for a charge of \$30,809.00 for services rendered with respect to matters concerning financing and cash collateral.

Litigation

23. This category includes time expended by Applicant related to litigation matters. During the Compensation Period, Applicant spent time, among other things, (i) investigating potential estate causes of action, including the underlying intellectual property litigation, (ii) conducting related document review, demands and discovery in connection with these causes of action, (iii) preparing for and interviewing certain targets of such actions, (iv) developing a litigation strategy for these chapter 11 cases, and (v) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

24. Applicant expended 164.6 hours of time for a charge of \$181,786.50 for services rendered with respect to litigation.

Meetings

25. This category includes time expended by Applicant preparing for and attending meetings (via videoconferencing and/or telephonically) with the Debtors, estate professionals, and other interested parties in connection with, *inter alia*, general case strategy, the Debtors' first- and second-day motions and orders, the sale process and bidding procedures, claims, and the assumption and assignment of executory contracts and leases.

26. Applicant expended 10.5 hours of time for a charge of \$13,048.50 for services rendered with respect to preparation for and attendance at meetings.

Relief From Stay Proceedings

27. This category includes time expended by Applicant in connection with stay relief motions. During the Compensation Period, Applicant spent time (i) researching and drafting an objection to Carnival Corporation's stay relief motion, and (ii) communicating with the Debtors and other estate professionals regarding the foregoing.

28. Applicant expended 51.6 hours of time for a charge of \$58,420.50 for services rendered with respect to the plan and disclosure statement.

Leases and Executory Contracts

29. This category includes contract and lease analysis and matters relating to assumption and assignment, rejection, and issues raised by counterparties to the Debtors' unexpired leases and executory contracts. During the Compensation Period, Applicant, among other things, (i) conducted legal research related to the enforceability of certain provisions contained in the Debtors' unexpired leases and executory contracts which the Debtor may assume and assign, (ii) drafting a motion to assume certain contracts with Virgin Cruises Intermediate Limited and Magical Cruise Company Limited, (iii) drafting a motion to reject certain agreements

with Carnival Corporation, and (iv) conferred with the Debtors, estate professionals and other stakeholders regarding the foregoing.

30. Applicant expended 23.5 hours of time for a charge of \$28,355.00 for services rendered with respect to leases and executory contracts.

Preparation For and Attendance at Court Hearings

31. This category includes, among other things, time expended by Applicant with respect to preparation for and attendance at hearings, including (i) the first day hearing held on May 2, 2023, (ii) the status conference initially held on May 19, 2023 and continued on May 22, 2023, (iii) the omnibus hearing initially held on May 24, 2023 and continued on May 26, 2023.

32. Applicant expended 83.6 hours of time for a charge of \$102,332.50 for services rendered with respect to preparation for and attendance at Court hearings.

Tax Issues

33. This category includes, among other things, time expended by Applicant with respect to taxes and related matters. During the Compensation Period, Applicant spent time (i) analyzing tax issues related to the proposed sale of the Debtors assets, and (ii) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

34. Applicant expended 6.4 hours of time for a charge of \$11,840.00 for services rendered with respect to tax issues.

MATTERS PERTAINING TO APPLICANT DURING THE COMPENSATION PERIOD

35. Applicant has maintained contemporaneous time records which indicate the time that each attorney and professional has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit A**. The total number of hours expended by Applicant's attorneys and professionals during the

Compensation Period in conjunction with these chapter 11 cases is 671.6. All of the services have been rendered by those individuals at Applicant's firm.

36. The personnel who have expended extensive time on this matter during the Compensation Period are as follows: (a) Cullen D. Speckhart and Michael Klein have been actively involved in all aspects of these chapter 11 cases; (b) Beth Shrieves has been actively involved with all litigation matters for the Debtors; and (c) Evan M. Lazerowitz and Paul J. Springer were responsible for the various day-to-day issues that arose during the Compensation Period.

37. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Debtors.

38. During the Compensation Period, the attorneys and professionals of Applicant devoted substantial time, 671.6 hours, in rendering professional services to the Debtors, all of which time was reasonable and necessary.

39. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought here. Applicant represents or holds no interest adverse to the Debtors with respect to the matters upon which it is engaged.

40. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

41. Annexed as part of the cover sheet is a list of the necessary and actual disbursements incurred during the Compensation Period in connection with the above-described work. The list is derived from the information found in **Exhibit A**. These records indicate that Applicant has

advanced \$380.43 in necessary and actual out-of-pocket expenses during the Compensation Period. In connection with these expenses, Applicant charges 25¢ per page for outgoing facsimiles with no charge for incoming facsimiles, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors, other estate professionals, or when Applicant's personnel would work on these cases through a normal meal period.

NOTICE, PRIOR APPLICATION AND CERTIFICATION

42. Notice of this Application has been provided in accordance with the Interim Compensation Order. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

43. No previous application for the relief sought herein has been made to this or any other court.

44. Applicant has reviewed the requirements of the Local Rules, including Local Rule 2016-1, and this Application complies with those rules.

[Remainder of page intentionally left blank]

WHEREFORE, Applicant hereby respectfully requests payment of (i) fees in the amount of \$600,350.80, which is equal to the sum of 80% of Applicant's allowed compensation, for duly authorized, necessary, and valuable professional services to the Debtors incurred during the Compensation Period, and (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of \$380.43.

Dated: July 3, 2023

Respectfully submitted,

/s/ Cullen Drescher Speckhart

Cullen Drescher Speckhart, Esq. (admitted *pro hac vice*)

Michael A. Klein, Esq. (admitted *pro hac vice*)

Evan Lazerowitz, Esq. (admitted *pro hac vice*)

Paul Springer, Esq. (admitted *pro hac vice*)

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Counsel for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:))
)	Chapter 11
DECURTIS HOLDINGS LLC, <i>et al.</i> , ¹))
)	Case No. 23-10548 (JKS)
Debtors.))
)	(Jointly Administered)
))

CERTIFICATION OF CULLEN D. SPECKHART

I, Cullen D. Speckhart, an attorney-at-law, am a member in good standing of the Bars of the Commonwealth of Virginia, the State of New York, the State of Missouri, and the District of Columbia, and have been admitted *pro hac vice* in the above-captioned chapter 11 cases. I hereby certify that:

1. I am a partner at the firm of Cooley LLP (“Cooley”) and I am duly authorized to make this Certification on behalf of Cooley. Cooley was retained by the Debtors as counsel pursuant to an order of this Court [Docket No. 213]. This certification is made in support of the *First Monthly Application of Cooley LLP, as Counsel to the Debtors, for Compensation and Reimbursement of Expenses for the Period of April 30, 2023 through May 31, 2023* (the “Application”) and in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) of this Court.

2. I have read the Application and I certify that the Application substantially complies with the Local Rules.

Dated: July 3, 2023

COOLEY LLP

/s/ Cullen D. Speckhart
Cullen D. Speckhart

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